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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 25155-A FILED

AUG 19 '04 10-29 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

August 19, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a TRLT II Assignment and Assumption, dated as of August 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the TRLT II Bill of Sale which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: Trinity Rail Leasing IV L.P.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams  
August 19, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document is:

2831 railcars within the following series as more particularly set forth in the equipment schedule attached to the document:

AMTX 10001 – AMTX 10260  
CEMX 11301 – CEMX 11550  
COEX 10001 – COEX 10130  
TILX 16280 – TILX 16354  
TILX 20111 – TILX 20143  
TILX 32272 – TILX 32304  
TILX 35001 – TILX 35400  
TILX 100375 – TILX 100474  
TILX 150460 – TILX 150882  
TILX 190398 – TILX 190996  
TILX 250483 – TILX 290492  
TILX 290389 – TILX 290477  
TILX 302300 – TILX 302579  
TILX 400634 – TILX 400666  
TILX 635377 – TILX 636172  
TIMX 201176 – TIMX 201179

A short summary of the document to appear in the index is:

TRLT II Assignment and Assumption.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25155-A FILED

TRLTII ASSIGNMENT AND ASSUMPTION AUG 19 '04 10-29 AM

SURFACE TRANSPORTATION BOARD

TRINITY RAIL LEASING TRUST II, a Delaware statutory trust (the "Assignor"), in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, hereby transfers, assigns and otherwise conveys and grants to TRINITY RAIL LEASING IV L.P., a Texas limited partnership (the "Limited Partnership"), and the Limited Partnership hereby acquires and assumes from the Assignor, all of the Assignor's right, title and interest in and to the Existing Equipment Subleases set forth on Schedule I hereto, any and all income and proceeds thereof and any and all obligations of the Assignor thereunder arising on and after the date hereof. This assignment and assumption is made under the Transfer and Assignment Agreement, dated as of August 19, 2004, by and between the Assignor and the Limited Partnership (the "Agreement").

The Assignor hereby warrants to the Limited Partnership and its successors and assigns that at the time of assignment of the Existing Equipment Subleases, the Assignor has legal and beneficial title thereto and good and lawful right to assign such Existing Equipment Subleases free and clear of all Liens (other than subleases of the Existing Equipment Subleases by the Sublessees as expressly permitted by the Existing Equipment Subleases and other than Permitted Liens of the type described in clauses (ii), (iii) and (iv) of the definition thereof), and the Assignor covenants that it will defend forever such title to the Existing Equipment Subleases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the assignment of the Existing Equipment Subleases by the Assignor hereunder. Notwithstanding the provisions above and its and the Limited Partnership's intent that the Assignor transfer, assign and otherwise convey and grant to the Limited Partnership all right, title and interest of the Assignor in the Existing Equipment Subleases, as a precaution only, in the event of any challenge to this TRLTII Assignment and Assumption as being in the nature of an absolute assignment rather than a financing, the Assignor hereby also grants the Limited Partnership a security interest in the Existing Equipment Subleases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Agreement provide that this TRLTII Assignment and Assumption is other than a transfer, assignment and otherwise conveyance and grant to the Limited Partnership of all right, title and interest of the Assignor in the Existing Equipment Subleases.

The Limited Partnership hereby assumes, and agrees it is unconditionally bound in respect of, as of the Closing Date, all duties and obligations of the Assignor under the Existing Equipment Subleases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Agreement.

This TRLTII Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York, including, without limitation, Section 5-1401 of the New York General Obligations Law.

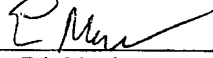
This TRLTII Assignment and Assumption shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the parties hereto and their respective successors and assigns as permitted by and in accordance with the terms hereof. Except as expressly provided herein or in the other Operative Agreements (as defined in each Equipment Lease Agreement), no party hereto may assign their interests herein without the consent of the parties hereto.

The Assignor will duly execute and deliver to the Limited Partnership such further documents and assurances and take such further action as the Limited Partnership may from time to time reasonably request or as may be required by applicable law or regulation in order to effectively carry out the intent and propose of this TRLTII Assignment and Assumption and to establish and protect the rights and remedies created or intended to be created in favor of the Limited Partnership hereunder, including, without limitation, the execution and delivery of supplements or amendments hereto, in recordable form.

\* \* \*

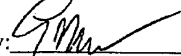
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be  
duly executed on the 19 day of August, 2004.

TRINITY RAIL LEASING TRUST II

By:   
Name: Eric Marchetto  
Title: Vice President

TRINITY RAIL LEASING IV L.P.

By: TILX GP IV, LLC,  
its General Partner

By:   
Name: Eric Marchetto  
Title: Vice President

STATE OF IL }  
COUNTY OF COOK }

SS:

On this 19<sup>th</sup> day of August, 2004, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Rail Leasing Trust II, that said instrument was signed on behalf of such entity by authority of its management or other governing body and he acknowledged that the execution of the foregoing instrument was the free act and deed of such entity.

Michelle Kallick  
Notary Public

My Commission Expires:

8.27.05



STATE OF IL }  
COUNTY OF COOK }

SS:

On this 19<sup>th</sup> day of August, 2004, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP IV, LLC, General Partner of Trinity Rail Leasing IV L.P., that said instrument was signed on behalf of said limited partner by said limited liability company as general partner of Trinity Rail Leasing IV L.P. by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited partnership and limited liability company.

Michelle Kallick  
Notary Public

My Commission Expires:  
8.27.05



## **Schedule I**

### **Participation Agreement**

#### **Pool A**

#### **List of Existing Equipment Subleases**

##### **Existing Equipment Subleases**

Ten (10) units identified with marks TILX 32272, 32276, 32278-32279, 32281, 32284, and 32287-32290 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated August 13, 2003, between TILC and Boral Material Technologies.

Ten (10) units identified with marks TILX 32265-32271 and 32273-32275 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated June 3, 2003, between TILC and Lone Star Industries, Inc.

Fifteen (15) units identified with marks TILX 636143-636157 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated January 5, 2004, between TILC and Adkins Energy LLC.

Eighteen (18) units identified with marks TILX 635400-635402, 635404, 635412, 635377-635382, 635407, 635416, 635419-635421, and 635398-635399 leased pursuant to Riders One (1), Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated November 13, 2002, between TILC and Commodity Specialists Company.

Forty (40) units identified with marks TILX 636063-636102 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated January 5, 2004, between TILC and Lincolnland Agri-Energy LLC.

Twenty-two (22) units identified with marks TILX 636018-636039 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated May 10, 2004, between TILC and United Bio Energy Ingredients LLC.

Seventy-five (75) units identified with marks TILX 150783-150832 and 150560-150584 leased pursuant to Riders Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated April 9, 2001, between TILC and International Commodities Export Corporation.

One hundred seven (107) units identified with marks TILX 150460-150509 and 150610-150666 leased pursuant to Riders One (1) and Two (2) to that certain Railroad Car Lease Agreement, dated August 26, 2003, between TILC and IMC Phosphates Co.

Thirty (30) units identified with marks TILX 150723-150752 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated March 1, 1991, between TILC and Koch Sulfur Products Company.



Thirty-seven (37) units identified with marks TILX 16280-16316 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated January 16, 2001, between TILC and OMYA, Inc.

Five (5) units identified with marks TILX 290413-290417 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated October 24, 2001, between TILC and BioProducts, Inc.

Fifty-two (52) units identified with marks TILX 302300-302326 and 302355-302379 leased pursuant to Riders Six (6) and Seven (7) to that certain Railroad Car Lease Agreement, dated September 23, 2002, between TILC and The Premcor Refining Group, Inc.

Fifty (50) units identified with marks TILX 100375-100424 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated September 14, 1987, between TILC and Rhodia, Inc.

Fourteen (14) units identified with marks TILX 302460-302463, 302467-302471, and 302539-302543 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement, dated January 1, 2001, between TILC and Nova Chemicals Corporation.

Twenty-six (26) units identified with marks TILX 302472-302497 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated June 1, 2004, between TILC and SemStream LP.

Twenty-five (25) units identified with marks TILX 302405-302428 and 302453 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement, dated September 23, 2002, between TILC and Williams Power Company, Inc.

Twenty-eight (28) units identified with marks TILX 20111-20126, 400642-400648, 400652-400654, 400656, and 400658 leased pursuant to Riders Six (6) and Seven (7) to that certain Railroad Car Lease Agreement, dated June 8, 2000, between TILC and The BOC Group, Inc.

Two (2) units identified with marks TILX 400634-400635 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated December 5, 2000, between TILC and American Dry Ice Corporation.

Seventy-four (74) units identified with marks TILX 190461-190522, 190743-190745, and 190822-190830 leased pursuant to Riders Three (3) and Four (4) to that certain Railroad Car Lease Agreement, dated April 25, 2001, between TILC and Renewable Products Marketing Group LLC.

Sixty (60) units identified with marks TILX 190686-190717, 190747-190748, 190750-190753, 190756, 190760, 190764-190767, 190769, 190771-190772, 190777, 190779-190784, 190786, and 190788-190792 leased pursuant to Rider Five (5) to that certain

Railroad Car Lease Agreement, dated June 18, 2001, between TILC and Ethanol Products LLC.

Five (5) units identified with marks TILX 290423-290427 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated October 22, 2003, between TILC and Abengoa Bioenergy Corporation.

Thirty-eight (38) units identified with marks TILX 290433-290447, 190398, 190402-190405, 190411-190414, 190417, and 250483-250495 leased pursuant to Riders Forty-Two (42), Forty-Four (44) and Forty-Five (45) to that certain Railroad Car Lease Agreement, dated May 17, 1979, between TILC and Cargill, Inc.

Three (3) units identified with marks TILX 290389, 290399, and 290402 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated October 13, 1994, between TILC and Murex, Inc.

Twenty (20) units identified with marks TILX 290463-290477 and 270039-270043 leased pursuant to Riders Nine (9) and Ten (10) to that certain Railroad Car Lease Agreement, dated December 9, 1987, between TILC and National Starch & Chemical Corporation.

Two hundred (200) units identified with marks TILX 35001-35200 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated March 12, 2003, between TILC and Commercial Metals Company.

One hundred twenty-four (124) units identified with marks CEMX 11301-11311, 11323-11349, 11526-11537, 11376-11412, and 11451-11487 leased pursuant to Riders Five (5), Six (6), Seven (7) and Eight (8) to that certain Railroad Car Lease Agreement, dated February 8, 2000, between TILC and Cemex, Inc.

Two (2) units identified with marks TIMX 201176-201177 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated March 4, 2003, between TILC and Air Liquide America, L.P.

One hundred thirty (130) units identified with marks AMTX 10001-10065 and 10131-10195 leased pursuant to Riders Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated February 28, 2003, between TILC and Tuco, Inc.

Sixty-five (65) units identified with marks COEH 10001-10065 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated February 19, 2004, between TILC and Ohio Valley Electric Corporation.

Thirteen (13) units identified with marks TILX 302555-302567 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated January 1, 2001, between TILC and Nova Chemical (Canada) Ltd.

Sixty-four (64) units identified with marks TILX 190844-190872 and 190902-190936 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated March 23, 2004, between TILC and Musket Corporation.

Thirty-eight (38) units identified with marks TILX 250496-250533 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated December 4, 2002, between TILC and Bunge North America, Inc.

Thirteen (13) units identified with marks TILX 190972-190984 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated June 28, 2004, between TILC and Tesoro Refining & Marketing Company.

Continued

## **Schedule I**

### **Participation Agreement**

#### **Pool B**

#### **List of Existing Equipment Subleases**

##### **Existing Equipment Subleases**

Ten (10) units identified with marks TILX 32291-32299, 32301 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated August 13, 2003, between TILC and Boral Material Technologies.

Ten (10) units identified with marks TILX 32277, 32280, 32282-32283, 32285-32286, 32300, and 32302-32304 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated June 3, 2003, between TILC and Lone Star Industries, Inc.

Fifteen (15) units identified with marks TILX 636158-636172 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated January 5, 2004, between TILC and Adkins Energy LLC.

Eighteen (18) units identified with marks TILX 635413-635415, 635422-635423, 635384, 635387-635389, 635396-635397, 635424, 635428, 635444, 635454-635456, and 635460 leased pursuant to Riders One (1), Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated November 13, 2002, between TILC and Commodity Specialists Company.

Forty (40) units identified with marks TILX 636103-636142 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated January 5, 2004, between TILC and Lincolnland Agri-Energy LLC.

Twenty-three (23) units identified with marks TILX 636040-636062 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated May 10, 2004, between TILC and United Bio Energy Ingredients LLC.

Seventy-five (75) units identified with marks TILX 150833-150882 and 150585-150609 leased pursuant to Riders Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated April 9, 2001, between TILC and International Commodities Export Corporation.

One hundred six (106) units identified with marks TILX 150510-150559 and 150667-150722 leased pursuant to Riders One (1) and Two (2) to that certain Railroad Car Lease Agreement, dated August 26, 2003, between TILC and IMC Phosphates Co.

Thirty (30) units identified with marks TILX 150753-150782 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated March 1, 1991, between TILC and Koch Sulfur Products Company.

Thirty-eight (38) units identified with marks TILX 16317-16354 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated January 16, 2001, between TILC and OMYA, Inc.

Five (5) units identified with marks TILX 290418-290422 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated October 24, 2001, between TILC and BioProducts, Inc.

Fifty-three (53) units identified with marks TILX 302327-302354 and 302380-302404 leased pursuant to Riders Six (6) and Seven (7) to that certain Railroad Car Lease Agreement, dated September 23, 2002, between TILC and The Premcor Refining Group, Inc.

Fifty (50) units identified with marks TILX 100425-100474 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated September 14, 1987, between TILC and Rhodia, Inc.

Fourteen (14) units identified with marks TILX 302464-302466 and 302544-302554 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement, dated January 1, 2001, between TILC and Nova Chemicals Corporation.

Twenty-five (25) units identified with marks TILX 302498-302522 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated June 1, 2004, between TILC and SemStream LP.

Twenty-five (25) units identified with marks TILX 302429-302452, 302454 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement, dated September 23, 2002, between TILC and Williams Power Company, Inc.

Thirty (30) units identified with marks TILX 20127-20143, 400649-400651, 400655, 400657, and 400659-400666 leased pursuant to Riders Six (6) and Seven (7) to that certain Railroad Car Lease Agreement, dated June 8, 2000, between TILC and The BOC Group, Inc.

One (1) unit identified with mark TILX 400636 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated December 5, 2000, between TILC and American Dry Ice Corporation.

Seventy-six (76) units identified with marks TILX 190523-190585 and 190831-190843 leased pursuant to Riders Three (3) and Four (4) to that certain Railroad Car Lease Agreement, dated April 25, 2001, between TILC and Renewable Products Marketing Group LLC.

Sixty (60) units identified with marks TILX 190718-190729, 190746, 190749, 190754-190755, 190757-190759, 190761-190763, 190768, 190770, 190773-190776, 190778,

190785, 190787, and 190793-190821 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement, dated June 18, 2001, between TILC and Ethanol Products LLC.

Five (5) units identified with marks TILX 290428-290432 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated October 22, 2003, between TILC and Abengoa Bioenergy Corporation.

Thirty-seven (37) units identified with marks TILX 290448-290462, 190422-190426, 190429, 190432-190434, 190439, and 250571-250582 leased pursuant to Riders Forty-Two (42), Forty-Four (44) and Forty-Five (45) to that certain Railroad Car Lease Agreement, dated May 17, 1979, between TILC and Cargill, Inc.

Three (3) units identified with marks TILX 290405-290407 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated October 13, 1994, between TILC and Murex, Inc.

Nineteen (19) units identified with marks TILX 290478-290492 and 270044-270047 leased pursuant to Riders Nine (9) and Ten (10) to that certain Railroad Car Lease Agreement, dated December 9, 1987, between TILC and National Starch & Chemical Corporation.

Two hundred (200) units identified with marks TILX 35201-35400 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated March 12, 2003, between TILC and Commercial Metals Company.

One hundred twenty-six (126) units identified with marks CEMX 11312-11322, 11350-11375, 11538-11550, 11413-11450, and 11488-11525 leased pursuant to Riders Five (5), Six (6), Seven (7) and Eight (8) to that certain Railroad Car Lease Agreement, dated February 8, 2000, between TILC and Cemex, Inc.

Two (2) units identified with marks TIMX 201178-201179 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated March 4, 2003, between TILC and Air Liquide America, L.P.

One hundred thirty (130) units identified with marks AMTX 10066-10130 and 10196-10260 leased pursuant to Riders Two (2) and Three (3) to that certain Railroad Car Lease Agreement, dated February 28, 2003, between TILC and Tuco, Inc.

Sixty-five (65) units identified with marks COEH 10066-10130 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated February 19, 2004, between TILC and Ohio Valley Electric Corporation.

Twelve (12) units identified with marks TILX 302568-302579 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated January 1, 2001, between TILC and Nova Chemical (Canada) Ltd.

Sixty-four (64) units identified with marks TILX 190873-190901 and 190937-190971 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated March 23, 2004, between TILC and Musket Corporation.

Thirty-seven (37) units identified with marks TILX 250534-250570 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated December 4, 2002, between TILC and Bunge North America, Inc.

Twelve (12) units identified with marks TILX 190985-190996 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated June 28, 2004, between TILC and Tesoro Refining & Marketing Company.

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 18, 2004

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria